

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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|------------------------------------|---|-----------------------|
| SAMSUNG ELECTRONICS CO. LTD., |) | |
| SAMSUNG ELECTRONICS AMERICA, INC., |) | |
| SAMSUNG TELECOMMUNICATIONS |) | |
| AMERICA GENERAL, LLC, |) | |
| SAMSUNG SEMICONDUCTOR, INC., and |) | |
| SAMSUNG AUSTIN SEMICONDUCTOR LLC, |) | |
| |) | C.A. No. 06-720 (***) |
| Plaintiffs, |) | |
| v. |) | REDACTED |
| |) | PUBLIC VERSION |
| ON SEMICONDUCTOR CORP. and |) | |
| SEMICONDUCTOR COMPONENTS |) | |
| INDUSTRIES, LLC, |) | |
| |) | |
| Defendants. |) | |

DECLARATION OF G. SONNY CAVE
IN SUPPORT OF MOTION TO DISMISS

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Original Filing Date: December 27, 2006
Redacted Filing Date: January 8, 2007

PUBLIC VERSION - REDACTED

I, G. Sonny Cave, declare:

1. I am the Senior Vice President, General Counsel, and Chief Compliance and Ethics Officer of ON Semiconductor Corp. and Semiconductor Components Industries, LLC, (collectively “ON Semiconductor”). The following declaration is based on my personal knowledge. If called upon to testify, I could testify competently as to the matters set forth herein.

2. I participated in aspects of the negotiations between ON Semiconductor and Samsung Electronics Co. Ltd. (“Samsung”), regarding licensing U.S. Patent Nos. 5,563,594 (“the ‘594 Patent”); 6,362,644 (“the ‘644 Patent”); and 5,361,001 (“the ‘001 Patent”).

3. I never threatened Samsung with litigation regarding the ‘594, ‘644, and ‘001 Patents, nor did I witness anyone else representing ON Semiconductor making such statements.

4. On Tuesday, November 28, 2006, around 2:00 p.m., local Arizona time, Bradley Botsch, ON Semiconductor’s Vice President and Chief Intellectual Property Officer, and I participated in a telephone meeting with Mr. Jay Shim, who is Vice President, General Manager, and General Patent Counsel of Samsung. I do not believe anyone else was involved in this telephone meeting. We discussed the ongoing negotiations between ON Semiconductor and Samsung regarding licensing of the ‘594, ‘644, and ‘001 Patents. Mr. Shim stated twice during this meeting that Samsung did “not want to litigate.” Mr. Botsch and I assured Mr. Shim that ON Semiconductor also preferred not to litigate this matter, and was seeking a business agreement.

5. I made an alternative proposal on behalf of ON Semiconductor for a license agreement during that call, recognizing [REDACTED]

[REDACTED] I proposed [REDACTED]

PUBLIC VERSION - REDACTED

[REDACTED] I
pointed out that this represented [REDACTED]

[REDACTED] I added that ON Semiconductor would entertain a counterproposal from Samsung [REDACTED]
[REDACTED]
[REDACTED]

6. Mr. Shim, who was in the United States at that time, responded that he would think about it and that he needed to talk to "my management and my board" in Korea to get "approval" and would call ON Semiconductor the next day around 5 or 6 p.m. Mr. Shim gave no indication that he found our offer unreasonable, or too high, and I believed the fact that he said he was seeking board approval before responding indicated that Mr. Shim hoped to accept our offer or to make a counteroffer.

7. On Thursday, November 30, 2006, I called Mr. Shim after 6 p.m., local Arizona time. I told Mr. Shim that I had heard that Samsung had sued ON Semiconductor, and I asked him to confirm this information because I found it hard to believe given his recent assurances. Mr. Shim responded that it was "just a D.J." and that it had only been done because Samsung "needed protection," and that I should not get "too excited" about it.

8. I repeated my request that Mr. Shim confirm that Samsung had sued ON Semiconductor. Mr. Shim again discounted the action.

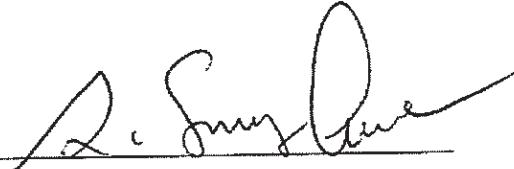
9. I again asked Mr. Shim if a complaint had been filed that listed Samsung as the plaintiff and ON Semiconductor as the defendant. He finally confirmed that such a complaint had been filed.

PUBLIC VERSION - REDACTED

10. I have reviewed the December 26, 2006 Declaration of Bradley J. Botsch and concur with Mr. Botsch's description of the November 28, 2006 telephone conference in which I participated (¶ 22-23).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By:


G. Sonny Cave

549901

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CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on December 27, 2006, I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Josy W. Ingersoll
John W. Shaw

I also certify that copies were caused to be served on December 27, 2006, upon the following in the manner indicated:

BY HAND

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Karen Jacobs Louden
/s/ Karen Jacobs Louden

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CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on January 8, 2007, I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Josy W. Ingersoll
John W. Shaw

I also certify that copies were caused to be served on January 8, 2007 upon the following in the manner indicated:

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